

VERTEX PHARMACEUTICALS INC / MA  
 Form 4  
 February 06, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Howton David T

2. Issuer Name and Ticker or Trading Symbol  
 VERTEX PHARMACEUTICALS INC / MA [VRTX]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 SVP & Chief Legal Officer

(Last) (First) (Middle)

C/O VERTEX PHARMACEUTICALS INCORPORATED, 130 WAVERLY ST

3. Date of Earliest Transaction (Month/Day/Year)  
 02/02/2012

(Street)  
 CAMBRIDGE, MA 02139

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	02/02/2012		A	(A) or (D) Code V Amount (D) Price A 10,166 (1) \$ 0.01	19,437	D	
Common Stock					266	I	401(k)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

number.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Stock Option	\$ 37.86	02/02/2012		A	68,750	05/02/2012 <sup>(2)</sup> 02/01/2022	Common Stock	68,750

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Howton David T  
C/O VERTEX PHARMACEUTICALS  
INCORPORATED  
130 WAVERLY ST  
CAMBRIDGE, MA 02139

SVP & Chief Legal Officer

## Signatures

Valerie L. Andrews,  
Attorney-In-Fact 02/06/2012

\_\_Signature of Reporting Person Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Stock grant under 2006 Stock and Option Plan, vesting on 2/2/2016, subject to (i) earlier acceleration of 50% of shares upon (A) reaching specified aggregate product and royalty sales levels or (B) completing enrollment of a pivotal trial in two distinct disease indications other than HCV and cystic fibrosis and (ii) earlier acceleration of 50% of shares upon receiving filing confirmation for an NDA for an all-oral regimen for the treatment of HCV infection.

(2) Right to buy under 2006 Stock and Option Plan, vesting in 16 quarterly installments from 02/02/2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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